

**C.I.T. Corporation**

135 West 50th Street  
New York, New York 10020

**CIT**

RECORDATION NO. 8261-2 filed 1985

**AUG 15 1985 - 3 PM**  
**INTERSTATE COMMERCE COMMISSION**

August 9, 1985

REGISTERED MAIL

Secretary of the  
Interstate Commerce Commission  
Washington, D. C. 20423

Re: Extended Term of Lease of Railroad Equipment ("Extension")

Dear Sir:

Enclosed please find three identical original Extensions signed by C.I.T. Corporation and concerning the following parties:

Lessor: C.I.T. Corporation  
135 West 50th Street  
New York, New York 10020

Lessee: Consolidated Rail Corporation  
Six Penn Center Plaza  
Philadelphia, PA 19104  
Attention: Thomas D. Schmidt

**5-227A053**  
No. **AUG 15 1985**  
Date **10.00**  
Fee \$ **10.00**  
**ICC Washington, D.C.**

We request that you record this Extension which extends for a five year period commencing June 2, 1985 that Lease of Railroad Equipment dated as of December 1, 1969 between C.I.T. Corporation as Lessor, and Consolidated Rail Corporation, as successor to Penn Central Company, Lessee. Said Lease was recorded by the Interstate Commerce Commission on December 19, 1969 at 11:10 a.m. and given Recordation Number 5510; however, we have been advised by the Interstate Commerce Commission that this Recordation Number has been changed to 8261. The Extension covers the equipment described on the attached Exhibit A.

A check for \$10.00 is enclosed to cover the recording fee. Stamped original Extensions should be returned with stamped copies of the transmittal letter to Mr. Ira Finkelson at the above address.

If you require anything further, please call Mr. Finkelson at (211)408-6481.

Sincerely,

Alan B. Stein  
Vice President

Enclosure

Interstate Commerce Commission  
Washington, D.C. 20423

8/16/85

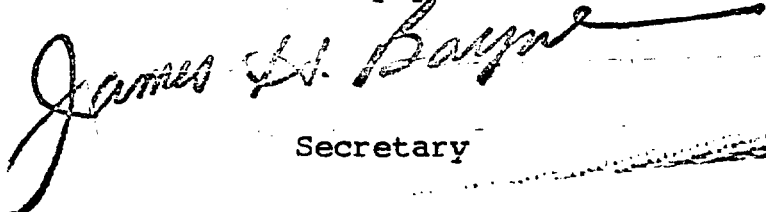
OFFICE OF THE SECRETARY

Jean B Stein  
C.I.T. Corporation  
135 West 50th St  
New York, N.Y. 10020

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/15/85 at 3:20pm and assigned re-  
recording number(s) .8261-W (Formerly under 5510)

Sincerely yours,

  
Secretary

Enclosure(s)

**C.I.T. Corporate Finance**  
A Division of C.I.T. Corporation

135 West 50th Street  
New York, New York 10020

RECORDATION NO. 8261-200 1425

**AUG 15 1985 - 2 20 PM**

**INTERSTATE COMMERCE COMMISSION**

**CIT**

**EXTENDED TERM OF LEASE AGREEMENT  
FOR RAILROAD EQUIPMENT**

July 3, 1985

Mr. Thomas D. Schmidt  
Manager - Leased Equipment  
Consolidated Rail Corporation  
Six Penn Center Plaza, Room 1310  
Philadelphia, Pennsylvania 19104

Dear Tom:

Pursuant to the provisions of Section 13 of that certain Lease Agreement for Railroad Equipment dated as of December 1, 1969, as modified, (the Lease), by and between C.I.T. Corporation as Lessor and Penn Central Transportation Company as Lessee, Consolidated Rail Corporation, as successor to Penn Central Transportation Company, exercised its option contained in said Section 13 to extend the term of the Lease for a period of five years commencing June 2, 1985 with respect to the Units of railroad equipment described on the attached Exhibit A hereto. The rental during this first extended term shall be payable in semiannual payments, each in an amount equal to 3.138% of the Purchase Price of such Units, on December 2 and June 2 in each year of this extended term, commencing December 2, 1985. Consolidated Rail Corporation expressly reserves the additional renewal options set forth in said Section 13. All other provisions of the Lease shall remain in full force and effect during this first extended term. All capitalized terms used herein shall have the meaning assigned to them in the Lease.

C.I.T. Corporation, Lessor  
By [Signature] C.I.T. Leasing Corporation, as Agent  
By [Signature] President

Attest:

[Signature]  
Assistant Secretary  
(Corporate Seal)

Consolidated Rail Corporation hereby agrees to the provisions of the first extended term, as set forth above.

Attest:

[Signature]  
Dudman C. C. C.

Consolidated Rail Corporation, Lessee

By [Signature]

Date 7-26-85

EXHIBIT A

Definitive listing of 148 65-foot 70-ton gondola cars under Lease Agreement for Railroad Equipment dated as of December 1, 1969 as extended.

592051 - 592108 inclusive  
592110 - 592199 inclusive

Schedule of Semi-Annual Rental Payments by Consolidated Rail Corporation, Lessee, to C.I.T. Corporation, Lessor, under Lease Agreement for Railroad Equipment dated as of December 1, 1969, as modified and extended, pursuant to Section 13 of the Lease, covering 148 70-ton gondola cars

Extended Term Acquisition Data

<u>Equipment</u>	<u>Series</u>	<u>Units</u>	<u>Purchase Price Per Unit</u>	<u>Total Purchase Price</u>
Gondola cars	592051-592199* *not inclusive	148	\$ 18,250.00	\$ 2,701,000.00

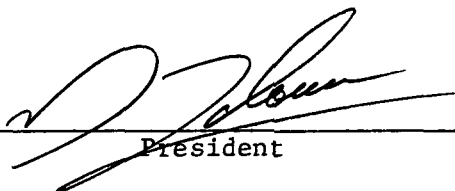
Extended Term Payment Data

<u>Payment Number</u>	<u>Due Date</u>	<u>Amount</u>	<u>Casualty Value Per Unit</u>
1	December 2, 1985	\$ 84,757.38	\$ 3,650.00
2	June 2, 1986	84,757.38	3,650.00
3	December 2, 1986	84,757.38	3,650.00
4	June 2, 1987	84,757.38	3,650.00
5	December 2, 1987	84,757.38	3,650.00
6	June 2, 1988	84,757.38	3,650.00
7	December 2, 1988	84,757.38	3,650.00
8	June 2, 1989	84,757.38	3,650.00
9	December 2, 1989	84,757.38	3,650.00
10	June 2, 1990	84,757.38	3,650.00

\*\*Based on 3.138% of the Purchase Price for ten semi-annual payments, subject to adjustments for Casualty Occurrences pursuant to Section 7 of the Lease.

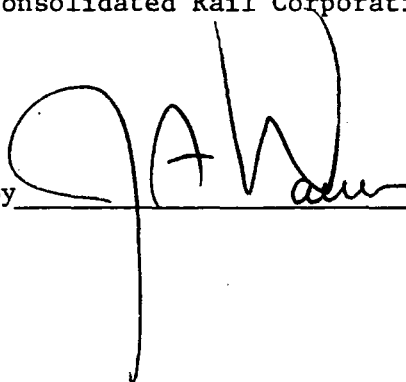
Approved:  
C.I.T. Corporation  
By C.I.T. Leasing Corporation, as Agent

By

  
\_\_\_\_\_  
President

Approved:  
Consolidated Rail Corporation

By

  
\_\_\_\_\_

STATE OF NEW YORK

COUNTY OF NEW YORK

I, Ira Finkelson, a Notary Public in and for the State and  
County aforesaid, do hereby certify that Nikita Zdanow and <sup>J. Simons</sup> ~~Leo Sheer~~ of  
C.I.T. Leasing Corporation, a Delaware corporation, whose names are subscribed  
to the foregoing instrument, appeared before me this day in person and acknow-  
ledged that as such President and Assistant Secretary respectively, they signed,  
sealed and delivered the aforesaid instrument and caused the corporate seal of  
said corporation to be affixed thereto, pursuant to authority of its Board of  
Directors, as their free and voluntary act and as the free and voluntary act  
and deed of said corporation for the uses and purposes therein set forth.  
Given under my hand and notarial seal this 10<sup>th</sup> day of July, 1985.

Ira Finkelson

Notary Public

IRA FINKELSON

Notary Public, State of New York.

No. 60-6297225

Qualified in Westchester County

Commission Expires March 30, 1986

STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

I, ALFONSO J. DIGREGORIO, a Notary Public in and for the State and County aforesaid, do hereby certify that J. A. WARNER and JUDITH COLERIDGE of Consolidated Rail Corporation, whose names are subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such ASSISTANT TREASURER (title) and ASSISTANT SECRETARY (title) respectively, they signed, sealed and delivered the aforesaid instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority of its Board of Directors, as their free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

Given under my hand and notarial seal this 26<sup>th</sup> day of July, 1985.

Alfonso J. DiGregorio  
Notary Public

**ALFONSO J. DIGREGORIO**

Notary Public, Philadelphia, Philadelphia Co.

My Commission Expires September 24, 1988